



## **MISSOURI CITY RECREATION AND LEISURE LOCAL GOVERNMENT CORPORATION MEETING AGENDA**

Notice is hereby given of a meeting of the Board of Directors of the Missouri City Recreation and Leisure Local Government Corporation to be held on **Monday, May 18, 2009, at 6:15 p.m.** at: **City Hall, 2<sup>nd</sup> Floor Conference Room behind Council Chamber**, 1522 Texas Parkway, Missouri City, Texas, for the purpose of considering the following agenda items. All agenda items are subject to action. The Board of Directors of the Missouri City Recreation and Leisure Local Government Corporation reserve the right to meet in a closed session on any agenda item should the need arise and if applicable pursuant to authorization by Title 5, Chapter 551, of the Texas Government Code.

1. ROLL CALL
2. Consider adoption of Bylaws.
3. Consider election of a Secretary.
4. Consider election of a Treasurer.
5. Consider setting dates for future meetings and agenda items.
6. Consider City Staff reports of golf course improvements and future operations and maintenance agreements.
7. ADJOURN

**In compliance with the Americans with Disabilities Act, the City of Missouri City will provide for reasonable accommodations for persons attending Missouri City Recreation and Leisure Local Government Corporation meetings. To better serve you requests should be received 24 hours prior to the meetings. Please contact Patrice Fogarty, City Secretary, at 281.403.8685.**

### **CERTIFICATION**

I certify that a copy of the May 18, 2009, agenda of items to be considered by the Missouri City Recreation and Leisure Local Government Corporation was posted on the City Hall bulletin board on May 15, 2009 at 3:00 p.m.

Maria Gonzalez, Deputy City Secretary

I certify that the attached notice and agenda of items for consideration by the Missouri City Recreation and Leisure Local Government Corporation was removed by me from the City Hall bulletin board on the \_\_\_\_ day of \_\_\_\_\_, 2009.



**Missouri City Recreation and Leisure  
Local Government Corporation  
Agenda Item  
May 18, 2009**

2. Consider adoption of Bylaws.

---

Background information attached as follows:

Cover Memo

Bylaws



**Missouri City Recreation and Leisure  
Local Government Corporation  
Agenda Item Cover Memo  
May 18, 2009**

**To:** Board of Directors of Missouri City Recreation and Leisure Local Government Corporation  
**Agenda Item:** 2 Adoption of Bylaws  
**Submitted by:** Caroline Kelley, City of Missouri City City Attorney

**SYNOPSIS**

This agenda item provides for the adoption of the corporate bylaws.

**BACKGROUND**

On May 4, 2009, the City Council of Missouri City approved the creation of the Missouri City Recreation and Leisure Local Government Corporation. On May 13, 2009, the articles of incorporation were filed with the Texas Secretary of State. As a first step in the establishment of the corporation, the Board of Directors must consider and adopt the bylaws. The bylaws provide the rules and procedures for holding meetings, appointing directors and officers and handling other corporate formalities. Proposed bylaws are attached for your review, possible amendment and adoption.

**FISCAL ANALYSIS**

There are no material costs associated with the adoption of the bylaws.

**STAFF'S RECOMMENDATION**

Adopt the bylaws.

**Frank Simpson  
City Manager**

**BYLAWS**  
**OF**  
**MISSOURI CITY RECREATION AND LEISURE**  
**LOCAL GOVERNMENT CORPORATION**

**ARTICLE 1**  
**Principal Office**

The principal office of Missouri City Recreation and Leisure Local Government Corporation ("the Corporation"); is located in the City of Missouri City, Counties of Fort Bend and Harris, State of Texas.

**ARTICLE 2**  
**Governmental Purposes**

**Section 2.1. General Purposes.** The Corporation is created and organized as a Local Government Corporation pursuant to Subchapter D of Chapter 431 of the Texas Transportation Code, and as further regulated by Chapter 394 of the Texas Local Government Code, and Chapter 9 of Title 32 of the Texas Civil Statutes, to perform governmental functions on behalf of the City of Missouri City, Texas. The Corporation is a public, non-profit local government corporation.

**Section 2.2. Specific Objectives and Purposes.** The specific objectives and purposes of this Corporation are to aid and assist the City in providing a first class system of public parks and recreation facilities to promote a healthful environment within the City. These purposes and objectives are to be achieved by entering into contracts with the City for specific projects under which the Corporation will acquire, improve, maintain or operate specific parks or recreational facilities as specified in those contracts.

**Section 2.3. Members.** The Corporation has no members and is a nonstock Corporation.

**ARTICLE 3**  
**Directors**

**Section 3.1. Qualifications.** Qualifications for Directors of this Corporation shall be as follows: Board members shall be the elected and duly qualified and sitting members of the City Council of the City Missouri City, Texas.

**Section 3.2. Number.** The Corporation shall have seven (7) Directors, and collectively they shall be known as the Board of Directors.

**Section 3.3. Term of Office.** The term of office for each Director shall run concurrently with the term of office such Director holds as a member of the City Council of the City of Missouri City, Texas.

**Section 3.4. Powers.** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**Section 3.5. Duties.** It shall be the duty of the Directors, acting as the Board, to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees, including the General Manager, of the Corporation;
- c. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**Section 3.6. Compensation.** Directors shall serve without compensation except that expenses incurred in the course of the Corporation's business may be reimbursed.

**Section 3.7. Place of Meetings.** All regular and special meetings shall be held within the city limits of the City of Missouri City, Texas, at a location provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors, if such designation is properly notified as provided under any notification provision of these Bylaws. No meeting may be held by use of remote communications technology.

**Section 3.8. Regular Meetings.** Regular meetings of Directors shall be held at least once every three months on a date to be determined by the Board of Directors, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. At the last regular meeting of Directors during each calendar year, officers shall be elected by the Board of Directors for the following calendar year.

**Section 3.9. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson of the Board, by any two Directors, or by the Secretary and Treasurer.

**Section 3.10. Notice of Meetings.**

- a. **Generally.** The Secretary shall cause notice of the time and place of each meeting of the Board of Directors to be given to each Director. Such notice may be in writing, in person, or by telephone. Notice of each meeting shall be given to the public in accordance with the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended.
- b. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Whenever any notice of a meeting is required to be given to the public under any provision of the Articles of Incorporation, these Bylaws, or the law of this state, such notice to the public may not be waived.

**Section 3.11. Quorum for Meetings.** A quorum shall consist of four (4) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

**Section 3.12. Majority Action as Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

**Section 3.13. Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated, or in his or her absence, the Vice-Chairperson of the Board, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

**Section 3.14. Vacancies.** Vacancies on the Board of Directors shall exist upon the death, of any Director, or whenever a Director resigns from or is removed from his elected position on the City Council of the City of Missouri City.

**Section 3.15. Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 3.16. Indemnification by Corporation of Directors and Officers.** The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

**Section 3.17. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

**Section 3.18. Voting.** No member of the Board may vote via absentee ballot nor via proxy. Any person attempting to vote as a proxy shall not be counted for purposes of determining quorum or for tabulating any vote taken by the Board.

## **ARTICLE 4**

### **Officers**

**Section 4.1. Board Officers.** The Mayor of the City shall be the Chairperson of the Board of Directors, and the Mayor ProTem shall be the Vice-Chairperson. Except as provided in Section 4.1.4 below, the Board shall elect from among its members a Secretary, a Treasurer, and such other Board officers, and for such terms, as it deems necessary and appropriate.

**Section 4.1.1. Chairperson.** The Chairperson of the Board of Directors shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board, and shall perform such other duties as may be prescribed by the Board. In the event the Chairperson is unable or unwilling to perform the duties of such office, the Vice-Chairperson shall act in such capacity.

**Section 4.1.2. Secretary.** The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

- b. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- e. Make provision for the review, at reasonable times and in accordance with the Public Information Act, of these Bylaws, the minutes of the proceedings of the Board of Directors, and such other records that are not subject to protection from disclosure by law, to members of the Board of Directors and the general public.
- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**Section 4.1.3. Treasurer.** The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.



- e. Make provision for the review, at reasonable times and in accordance with the Public Information Act, of the books of account and financial records that are not subject to protection from disclosure by law, to members of the Board of Directors and the general public.
- f. Render to the Board of Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**Section 4.1.4. Delegation of Duties of Secretary and/or Treasurer.** Notwithstanding the provisions of Sections 4.1.2 and 4.1.3 above, the Board of Directors may dispense with the Board offices of Secretary and Treasurer, either or both, and delegate the duties of each such office to a non-member of the Board of Directors. In such event, the persons holding such offices shall be deemed Corporate Officers of the Corporation and subject to the appointment and removal provisions of Section 4.2 below.

**Section 4.2. Corporate Officers.** The Board of Directors may designate from time to time such Corporate Officers as it deems necessary and appropriate. The manner of appointment to such offices shall be at the discretion of the Board of Directors.

**Section 4.2.1. Removal and Resignation.** Any Corporate Officer appointed by the Board of Directors shall be subject to removal at any time, with or without cause, by the Board of Directors. Any officer may resign, at any time, by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4.2.2. Vacancies.** Corporate Officer vacancies may or may not be filled, as determined in the sole discretion of the Board of Directors.

## **ARTICLE 5**

### **Committees**

**Section 5.1. Advisory Committees.** The Corporation shall have such committees as it may from time to time designate by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in advisory capacities only.

**Section 5.2. Prohibition of Delegation of Authority.** The Board of Directors may not delegate to any committee the powers and authority of the Board in the management of the business and affairs of the Corporation.

**Section 5.3. Meetings and Action of Committees.** Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws governing meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6**

### **Execution of Instruments, Deposits, and Funds**

**Section 6.1. Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 6.2. Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chairman of the Board of Directors.

**Section 6.3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 6.4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

**Section 6.5. Distribution of Assets.** Upon the dissolution of the Corporation, all of its assets, after payment or provision for payment of all debts and liabilities, shall be distributed to the City of Missouri City, Texas. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE 7**

### **Corporate Records, Reports and Seal**

**Section 7.1. Maintenance of Corporate Records.** The Corporation shall keep at its principal office:

- a. Minutes of all meetings of the Board of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
- c. A copy of the Corporation's Articles of Incorporation and Bylaws.

**Section 7.2. Corporate Seal.** The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

**Section 7.3. Directors' Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law. The rights of inspection hereunder may be made in person or by agent or attorney and shall include the right to make copies or extracts.

**Section 7.4. Public Information.** All records held by the Corporation shall be subject to public inspection in the same manner, and subject to the same restrictions, as information subject to disclosure under Chapter 552, Texas Government Code, as amended.

**Section 7.5. Periodic Report.** The Board shall cause any annual or periodic reports required under law to be prepared and delivered to an office of this state, which shall be prepared and delivered within the time limits set by law.

## **ARTICLE 8**

### **Standards of Conduct by Directors and Officers**

**Section 8.1. Prohibition Against Private Benefit.** No earnings of the Corporation shall be distributable to any Director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

**Section 8.2. Conflicts of Interest Prohibited.** No Director or officer of the Corporation shall have an interest in any contract or transaction involving the Corporation in violation of any policy adopted by the City Council of the City of Missouri City, any charter provision of the City of Missouri City applicable to City officers and employees, or any provision of Chapter 431 of the Texas Transportation Code, Chapter 394 of the Texas Local Government Code, Chapter 9 of Title 32 of the Texas Civil Statutes and any other law that establishes standards of conduct or governs interests in contracts by directors and officers of non-profit corporations.

## **ARTICLE 9**

### **Amendment of Bylaws**

Except as may otherwise be specified under provisions of law or the Articles of Incorporation of the Corporation, these Bylaws may be altered, amended, or repealed and new Bylaws adopted, only by approval of at least a two-thirds (2/3) majority vote the Board of Directors.

## **ARTICLE 10**

### **Construction and Terms**

**Section 10.1. Articles of Incorporation.** If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

**Section 10.2. Severability.** Should any provision or portion of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

## **ADOPTION OF BYLAWS**

We, the undersigned, comprising the initial Board of Directors of Missouri City Recreation and Leisure Local Government Corporation, a Local Government Corporation, consent to, and do hereby adopt, the foregoing Bylaws, consisting of nine (9) pages, as the Bylaws of this Corporation. Executed in multiple originals this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

\_\_\_\_\_  
Allen Owen

\_\_\_\_\_  
Eunice Harris Reiter

\_\_\_\_\_  
Jerry Wyatt

\_\_\_\_\_  
Cynthia Lenton-Gary

\_\_\_\_\_  
Buddy R. Jimerson

\_\_\_\_\_  
Barbara Gibson

\_\_\_\_\_  
Brett Kolaja



**Missouri City Recreation and Leisure  
Local Government Corporation  
Agenda Item  
May 18, 2009**

3. Consider election of a Secretary.
4. Consider election of a Treasurer.

---

Background information attached as follows:

Cover Memo



**Missouri City Recreation and Leisure  
Local Government Corporation  
Agenda Item Cover Memo  
May 18, 2009**

**To:** Board of Directors of Missouri City Recreation and Leisure Local Government Corporation  
**Agenda Item:** **3 and 4** Election of a Secretary and Treasurer  
**Submitted by:** Caroline Kelley, City of Missouri City City Attorney

**SYNOPSIS**

These agenda items provide for the election of a Secretary and Treasurer for the Corporation.

**BACKGROUND**

The Bylaws provide that the Board of Directors may elect the Corporation's Secretary and Treasurer from either the Directors of the Board itself. Alternatively, the Board may delegate the duties of the Secretary and Treasurer to persons not on the Board. If the latter is chosen, the persons holding the offices are deemed officers of the Corporation.

**FISCAL ANALYSIS**

There are no material costs associated with the election or delegation of the Secretary and Treasurer, unless a salary is provided for either or both.

**STAFF'S RECOMMENDATION**

Elect a Secretary and Treasurer from the Board of Directors if desired. If it is preferred to delegate such duties to non-Board members, Staff recommends the assignment of the duties of Secretary to Caroline Kelley and the assignment of the duties of Treasurer to Wes Vela.

**Frank Simpson  
City Manager**



**Missouri City Recreation and Leisure  
Local Government Corporation  
Agenda Item  
May 18, 2009**

5. Consider setting dates for future meetings and agenda items.

---

Background information attached as follows:

Cover Memo





**Missouri City Recreation and Leisure  
Local Government Corporation  
Agenda Item Cover Memo  
May 18, 2009**

**To:** Board of Directors of Missouri City Recreation and Leisure Local Government Corporation  
**Agenda Item:** 5 Setting Dates of Future Meetings  
**Submitted by:** Caroline Kelley, City of Missouri City City Attorney

**SYNOPSIS**

This agenda item provides for the establishment of dates for future meetings of the Corporation.

**BACKGROUND**

Pursuant to the corporate bylaws, the Corporation shall hold regular meetings at least once every three months. Regular meetings may be established with greater frequency. It is recommended that the Board establish a meeting date convenient to the Board of Directors. Special meetings may be called by 1) the Chairperson, 2) any two Directors and 3) the Secretary and Treasurer.

**FISCAL ANALYSIS**

The costs associated with conducting regular or special meetings will be included in the annual budget to be approved by the Board of Directors.

**STAFF'S RECOMMENDATION**

Establish a regular meeting date at least once every three months.

**Frank Simpson  
City Manager**